



First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018  
Tel 847 318-7575  
Fax 847 318-7588

RECORDATION NO. 22581-I FILED

OCT 18 '01

3-19 PM

VIA UPS 2<sup>nd</sup> DAY AIR

October 11, 2001

SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated September 24, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22581.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Cascade and Columbia River Railroad Co.  
5300 Broken Sound Blvd., NW 2<sup>nd</sup> Floor  
Boca Raton, FL 33487

A description of the railroad equipment covered by the enclosed document is twenty (20) 61' bulkhead flatcars with car marks NOKL (See Exhibit A for exact car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Cascade and Columbia River Railroad Company, Lessee, covering 20 61' bulkhead flatcars with car marks NOKL (See Exhibit A for exact car numbers).

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

*Susan Grokulskey*

Susan Grokulskey  
Manager - Documents Administration

Enclosures

(CSCD026)

ASSIGN. NO.: CSCD026

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 24<sup>th</sup> day of September, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 25 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of July 1, 2001 and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K. A. Domrowski  
Name: K. A. DOMROWSKI  
Title: DIRECTOR OF DOCUMENTATION  
Executed on this 24<sup>th</sup> day of September, 2001

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24<sup>th</sup> day of September, 2001.

Susan Grokulska  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



RECORDATION NO. 22581-I FILED

OCT 18 '01 3-19 PM

SURFACE TRANSPORTATION BOARD

LESSEE:

CASCADE AND COLUMBIA RIVER  
RAILROAD CO.

ATTEST:

By: David McCloud  
Name: David McCloud  
Title: Manager- Fleet

By: Sandra K. Flanger  
Name: Sandra K. Flanger  
Title: AVP Business Development

Executed on this 18<sup>th</sup> day of Sept., 2001.

[CORPORATE SEAL]

STATE OF Florida  
COUNTY OF Palm Beach

I, Dorothy Singer, a Notary Public of the County and State  
aforesaid, certify that Sandra K. Flanger, personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18<sup>th</sup> day of September, 2001.

Dorothy Singer  
Notary Public

My Commission Expires:

07-16-05  
(Notary Public)



Dorothy Singer  
Commission # DD 031124  
Expires July 16, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twenty (20)

DESCRIPTION OF CARS: 61' 268 GRL Bulkhead Flatcars

CAR NUMBERS: See below

NOKL	725063
NOKL	725066
NOKL	725075
NOKL	725077
NOKL	725078
NOKL	725086
NOKL	725087
NOKL	725088
NOKL	725096
NOKL	725097
NOKL	725208
NOKL	725209
NOKL	725210
NOKL	725211
NOKL	725212
NOKL	725213
NOKL	725216
NOKL	725200
NOKL	725201
NOKL	725220
<b>Total</b>	<b>20</b>